

June 24, 2021

Brazos Electric Power Cooperative, Inc.
Attn: Clifton Karnei, Vice President
& General Manager
P.O. Box 2585
Waco, TX 76702

This letter is an Addendum to the original Engagement Letter Agreement (the “Agreement”) between and among Brazos Electric Power Cooperative, Inc. (“Brazos Electric” or “You”), and Ted B. Lyon & Associates, the Gallagher Law Firm and West & Associates (collectively, the “Firm”), dated June 3, 2021. This Addendum provides for the addition of two firms to Your representation in connection with the Matter --the **Butch Boyd Law Firm** and the **Boyd Smith Law Firm PLLC** (together, the “Assisting Firms”). The Assisting Firms’ representation of You will be governed by the terms of the Agreement as if they were one of the Firm, except as expressly set forth in this Addendum.¹

Scope of Engagement

The Assisting Firms are being retained to assist the Gallagher Law Firm in its responsibilities in connection with the Matter. The Assisting Firms will coordinate with the Gallagher Law Firm, the other law firms, and Your other professionals in representing You in the Matter.

Fees and Billing

The Agreement provides *inter alia*, that the Firm shall receive as fees for services one-third (1/3) of the value of any settlement, judgment or other recovery, in whole or in part, as related to the Matter (the “Contingency Fee”).

The three law firms composing the Firm have an agreement (the “Firm Contingency Fee Allocation”) amongst them to, in the event of a recovery related to the Matter, divide the Contingency Fee as follows:

Ted B. Lyon & Associates	37.5%
The Gallagher Law Firm	37.5%
West & Associates	25.0%

The Gallagher Law Firm has also entered into an agreement with the Assisting Firms to share the Gallagher Law Firm’s responsibilities with respect to the Matter and the Gallagher Law Firm’s 37.5% share of the Contingency Fee (the “Gallagher Law Firm Contingency Fee Allocation”) as follows:

The Gallagher Law Firm	50% (<i>i.e.</i> , 18.75% of the Firm’s Contingency Fee);
The Butch Boyd Law Firm	25% (<i>i.e.</i> , 9.375% of the Firm’s Contingency Fee);
The Boyd Smith Law Firm	25% (<i>i.e.</i> , 9.375% of the Firm’s Contingency Fee).

The Gallagher Law Firm and the Assisting Firms will only seek payment of their percentage interest of a Contingency

¹ Defined terms, if not otherwise identified herein, shall have the meaning a scribed thereto in the Agreement.
4826-2487-9600.2

Fee under the Gallagher Law Firm Contingency Fee Allocation. The addition of the Assisting Firms in representing You in connection with the Matter will not affect the proportion of the Contingency Fee to any recovery made in connection with the Matter as provided for in the Agreement, nor will it affect the percentage of a Contingency Fee to which Ted B. Lyon & Associates or West & Associates would be entitled under the Firm Contingency Fee Allocation.

All terms of the Agreement shall remain in full force and effect.

Please confirm your approval of this Addendum by returning a signed copy.

AGREED AND ACCEPTED:

TED B. LYON & ASSOCIATES
18601 Lyndon B Johnson Fwy Suite 525
Mesquite, TX 75150

Date: _____

/S/ Michael T. Gallagher
THE GALLAGHER LAW FIRM
2905 Sackett St
Houston, TX 7098

Date: 06/24/2021 _____

WEST & ASSOCIATES, LLP
320 S. RL Thornton Freeway Service Rd # 300
Dallas, TX 75203

Date: _____

THE BUTCH BOYD LAW FIRM
2905 Sackett St
Houston, TX 77098-1127

Date: _____

B Smith
THE BOYD SMITH LAW FIRM
2905 Sackett St
Houston, TX 77098-1127

Date: 06/24/2021 _____

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BRAZOS ELECTRIC POWER COOPERATIVE, INC.

BY: _____
Clifton Karnei
Vice President and General Manager

Date: _____

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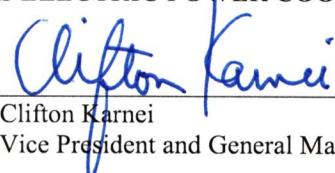
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Houston, TX 77098-1127

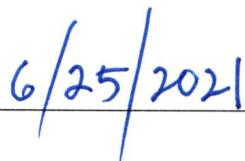
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6/25/2021